

long distance customers, the merger will produce synergies to "optimize networks" and provide an expanded "range of services."⁸⁶ Finally, they opine that WorldCom's "management skills and experience," combined with MCI's "marketing expertise," will somehow promote local competition.⁸⁷

But beyond these sound bites, there is no factual basis to support the applicants' claims. Rather than promoting local competition, the proposed merger of WorldCom and MCI simply combines two existing competitors or potential entrants into a single entity, with no evidence that there will be any measurable increase in competition or substantial benefits to end users. As discussed in Section I above, however, the applicants must prove that their proposed transaction actually produces procompetitive benefits that exceed the competitive harms wrought by the companies' combination.

Given AT&T's equivocation in its resolve to enter local markets,⁸⁸ MCI, WorldCom, and Sprint are left as the three remaining most significant nationwide market participants for competitive local exchange and exchange access services. A merger of WorldCom and MCI would thus eliminate one actual local exchange competitor by merging it with one of the remaining two most significant nationwide market participants. As a result, the proposed merger raises competitive questions.

Indeed, the "synergies" touted by the applicants apparently reflect in large part cost savings from diminished competition. As a recent Merrill Lynch report noted:

⁸⁶ Step II Application at 32-34.

⁸⁷ *Id.* at 32.

⁸⁸ See, e.g., "AT&T Corp. Halts Efforts to Sell Local Residential Phone Service," *Washington Post*, Dec. 19, 1997, at G1.

[i]n a startling and daring move, WorldCom not only completed its acquisition of ... MFS and ... UUNet, but also announced plans to acquire another CLEC (Brooks Fiber), AOL's and Compuserve's Internet network businesses and then snatched MCI from both British Telecom and GTE – *a consolidating event that is expected to save billions by avoiding duplicate costs and competition with one another.*⁸⁹

The Merrill Lynch analysis is reinforced by examining the markets in which WorldCom and MCI have local facilities. Rather than operating facilities in complementary markets, as the applicants have alleged, WorldCom and MCI have targeted the same local exchange markets. For example, MCI has facilities or plans to build out facilities in 31 markets. For its part, WorldCom already has existing facilities in 26 of those markets, an overlap of 84 percent of the two companies' markets.⁹⁰ It is, then, little wonder that the application lacks any detailed description of the "more than 100 markets" in which WorldCom and MCI allege they will have facilities, or the number of overlapping markets that will be created by the merger.⁹¹ The applicants' competitive

⁸⁹ Merrill Lynch, *Telecommunications 1998 – The Year Ahead* (December 1997), at 4 (emphasis added).

⁹⁰ WorldCom's markets include the markets of Brooks Fiber, which WorldCom recently acquired.

⁹¹ Considering that constructing local facilities involves planning and some lead time, all of these markets must have been under construction by the time the merger was negotiated. The Commission should, at a minimum, require applicants to specify in detail: (1) all of the local markets in which each company was planning to construct facilities; (2) when construction began; (3) the proposed construction time periods; (4) the extent to which and when each company has or will terminate their existing construction plans as a result of this merger; and (5) the exact routes of each company's existing and planned network. Of course, in accordance with FCC policy on proving competitive claims, WorldCom and MCI must substantiate their claims by documentary and other evidence. In addition, the documentation for the first three categories of facts must have been in existence prior to the announced merger.

claims are further eroded by the inescapable fact that WorldCom and MCI are targeting the same segments of the market – medium and large business customers.⁹²

In addition, WorldCom and MCI have failed to explain or quantify what facilities would be "optimized" or what new "range of services" would be offered as a result of the merger. In addition, the application lacks proof that the combined company's greater resources could enable it to compete in local markets better than either WorldCom or MCI could independently. Neither applicant has even alleged, let alone proved, that it individually cannot attract sufficient capital to be an aggressive local competitor. These significant competitive overlaps demonstrate that no real efficiencies or strategic market advances are gained by the instant transaction and that the applicants' fabricated "synergies" should be rejected. Simply stated, a merger involving a significant market participant and another major local exchange player at this early stage of competition requires far more information than WorldCom and MCI have provided.

⁹² See MCI Press Release, "MCI Offers Local Calling To Businesses In Six New Markets, Dec. 18, 1997, stating that "MCI . . . today said it will ring in the new year by offering mid- and large-sized business customers facilities-based local calling in the six new markets of Cincinnati, Dallas, Houston, Fort Lauderdale, Fla., San Antonio and Washington, D.C., bringing the total number of markets where MCI offers local service to 31." The Press Release is available at http://www.biz.yahoo.com/prnews/971218/dc_mci_6_new_mkts_1.html. WorldCom's virtually exclusive commitment to the medium and large business market is well-known.

V. WORLDCom AND MCI HAVE FAILED TO ADDRESS THE SUBSTANTIAL ANTICOMPETITIVE IMPACT OF THE PROPOSED MERGER ON THE INTERNET MARKET.

After the merger, MCI and WorldCom (through its various subsidiaries, including UUNet and ANS) would be the largest provider of Internet backbone capacity. They would also control other significant assets, such as underlying telecommunications links, related to the transmission and distribution of Internet traffic. Nonetheless, the parties once again have failed to provide any information regarding the impact of the proposed merger on the market for Internet-related services. In reality, GTE believes the combination of MCI and WorldCom would seriously affect competition in the nationwide market for Internet backbone services and capacity.

Although the Commission has no jurisdiction to regulate the Internet, it should take cognizance of the merger's competitive effects on the Internet marketplace as part of its public interest analysis.⁹³ If the Commission declines to dismiss the applications outright for their egregious failure to comply with the requirements mandated by the *Bell Atlantic/NYNEX Order*, it must compel the applicants to provide information sufficient to permit the agency and interested parties to assess the full impact of the merger on Internet-related markets. Such information must address, at a minimum, relevant product and geographic markets (including input markets), actual and potential competitors, and effects on competition and consumers. Once such information has been supplied, GTE and other interested parties must be given an adequate opportunity to review, analyze, and respond to the submissions.

⁹³ See *Bell Atlantic/NYNEX Order* at ¶¶ 29, 33.

VI. THE WORLDCOM/MCI MERGER WOULD DIMINISH COMPETITION IN THE NASCENT MARKET FOR BUNDLED TELECOMMUNICATIONS SERVICES.

In the *Bell Atlantic/NYNEX Order*, the Commission suggested that “telecommunications services packages that bundle a combination of services may become a separate product market” as competition continues to develop.⁹⁴ Clearly, WorldCom’s stated plans to move the merged company aggressively into local service will have potentially far-reaching effects on this nascent market. According to WorldCom and MCI, the merged entity will become “the industry leader in building competitive local facilities to meet the needs of residential and business customers” and, “[w]ith an existing national long distance customer base . . . will seek to provide its customers with a comprehensive array of local, long distance, data wireless, and international communications services.”⁹⁵

The competitive effects of the proposed merger are impossible to foretell, as the applicants fail to present either a business plan or the information contained in their Hart-Scott-Rodino filings that would facilitate such a determination. This failure, of course, ignores the Commission’s unequivocal concern that, “when faced with a proposed merger that affects markets that are themselves in a process of rapid change,” it must consider “the extent to which the merger is likely to affect future market

⁹⁴ *Bell Atlantic/NYNEX Order* at ¶ 52.

⁹⁵ Amendment to Applications at 2. See also MCI Press Release, *supra* note 92 (quoting MCI’s Vice President of Local Service as saying, “Once again, MCI is responding to customers’ demands for services by offering exactly what they want – one-stop shopping. No Bell company can do this.”).

structure, conduct and performance."⁹⁶ In the absence of any information from the applicants, the Commission simply cannot address the potential for a combined WorldCom/MCI to rely on its already-large long distance market share, its power over important international routes and a growing local presence to prevent other competitors from offering bundled service packages on equal footing. Therefore, the applications must be summarily denied.

⁹⁶ *Bell Atlantic/NYNEX Order* at ¶¶ 115-120.

VII. CONCLUSION

In seeking approval of the largest telecommunications merger in history, WorldCom and MCI have submitted an application composed of puffery and sound bites. The Commission, of course, requires far more: parties seeking approval of a telecommunications merger must prove that the transaction will not restrain competition in any relevant market, will affirmatively promote competition, and will advance the public interest. Not only have the applicants ignored this obligation, but they have failed to provide any facts, documentation, or analysis to support their amorphous pro-competitive and pro-consumer claims.


In reality, there are compelling reasons to discount the picture painted by the applicants. Their veneer of rosy assertions cannot mask the fact that the merger would raise serious competitive concerns permeating virtually every domestic and international telecommunications market. In the long distance market, the merger would combine the second and fourth largest of only four nationwide facilities-based competitors, facilitate coordinated pricing, eliminate the only significant “maverick” competitor, and encourage unilateral price increases and service diminution to resellers. In international markets, the merged company would enjoy indisputable market power on a multitude of routes and control a high proportion of international transport facilities. And in the emerging competitive local exchange and bundled services markets, there are clear indications that the merger could affect competitive conditions.

In view of the foregoing, GTE Service Corporation and its affiliated telecommunications companies hereby respectfully request the Commission to deny the applications of WorldCom, Inc. and MCI Communications Corporation for Transfer of Control of MCI Communications Corporation.

Respectfully submitted,

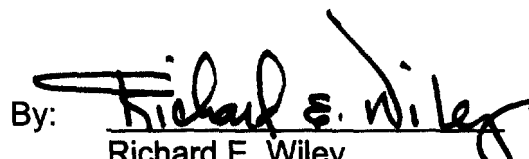
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January 5, 1998

APPENDIX 1

Declaration of Debra R. Covey

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Applications of WorldCom, Inc. and)	
MCI Communications Corporation)	CC Docket No. 97-211
for Transfer of Control of)	
MCI Communications Corporation to)	
WorldCom, Inc.)	

To: The Commission

DECLARATION OF DEBRA R. COVEY

1. I am Vice President - Operations Support for GTE Communications Corporation. GTE Long Distance ("GTE LD") is a division of GTE Communications. My responsibilities include, but are not limited to, negotiation and administration of contracts and relationships with suppliers of wholesale long distance services to GTE LD for resale as well as for GTE's own company-wide internal use. I submit this Declaration in Support of GTE's Petition to Deny the above-captioned application of WorldCom, Inc. for transfer of control of MCI Communications Corporation.

2. GTE LD is a purchaser and reseller of wholesale long distance services ranging from bulk capacity (such as 1+ outbound and basic 800 minutes) to advanced features and capabilities (such as enhanced 800- and frame relay services). GTE LD predominantly has purchased wholesale long distance services from WorldCom, MCI, Sprint and AT&T (Big 4 IXC's). Only these Big 4 IXC's can effectively compete to provide nationwide wholesale long distance services for resale. The remaining providers of wholesale capacity lack the points of presence and other embedded infrastructure, interoperability, functionality, and other features desired by resellers such as GTE LD.

3. WorldCom won the competition against MCI, Sprint and AT&T in 1996 for GTE LD's first, and to date only, major multi-year wholesale long distance voice contract. Under this contract, WorldCom is supplying a significant portion of GTE LD's long distance needs. WorldCom also has proven itself to be a responsive supplier.

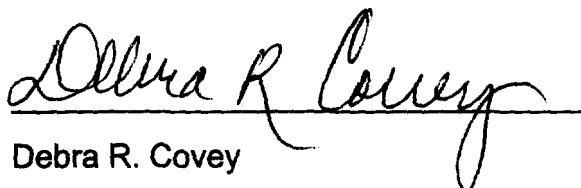
4. As evidenced by its contract with GTE LD, WorldCom has been a driving force behind competition among the nationwide facilities based IXCs to offer long distance service to resellers. In winning its contract with GTE, for example, WorldCom offered substantially lower rates and better terms than the competition on the transport segment of basic 1+service (which is far and away the most sought-after long distance service). (The terms of GTE LD's contract with WorldCom are confidential.)

5. In addition, WorldCom has committed to provide advanced features and capabilities to wholesale customers such as GTE LD for resale. WorldCom has offered to make available, for example, various enhanced 800 features for resale. WorldCom has also offered to provide frame relay and private line service for resale although GTE LD has not yet chosen to purchase such service from WorldCom. Moreover, WorldCom has regular procedures in place to develop additional advanced features for resale in the future, and has expressed a willingness to review and develop any advanced features requested by GTE LD for resale. These advanced capabilities are essential elements of the services that GTE LD resells or plans to resell.

6. In contrast, the other nationwide IXCs generally have offered less attractive rates and have been reluctant to provide GTE LD with advanced features and capabilities that would be used to compete against their own retail service offerings. AT&T has generally pursued a high-price strategy that has frequently rendered it a less competitive choice as a wholesale supplier of long distance services. MCI and Sprint

are somewhat more price competitive than AT&T, but none of these three provides for resale the range of advanced capabilities that they offer to their own retail customers. MCI was the runner-up to WorldCom in the original competition for GTE's long distance voice contract.

I declare under the penalty of perjury that the foregoing is true and correct. Executed on January 2, 1998.


Debra R. Covey

APPENDIX 2

International Private Line HHI Analysis

APPENDIX 2

INTERNATIONAL PRIVATE LINE HHI ANALYSIS

Chart 1: WorldCom - MCI Private Line Overlap Markets - Europe⁹⁶

Area/Country	Austria	Belgium	Denmark	France	Germany	Greece	Ireland	Italy	Luxembourg
Post Merger HHI	9,247	3,815	3,572	3,453	4,539	7,688	3,939	4,497	5,816
Post Merger Delta	3,327	245	562	968	1,836	3,052	924	246	347
DOJ Conclusion	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP

Area/Country	The Netherlands	Norway	Portugal	Spain	Sweden	Switzerland	Turkey	U.K.
Post Merger HHI	3,794	5,500	4,166	4,174	4,403	3,099	8,313	3,179
Post Merger Delta	547	135	859	991	1,445	118	531	861
DOJ Conclusion	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP

Chart 2: WorldCom - MCI Private Line Overlap Markets - Africa

Area/Country	Angola	Cameroon	Egypt	Kenya	St. Helena	Seychelles	South Africa
Post Merger HHI	10,000	10,000	9,360	10,000	10,000	10,000	4,446
Post Merger Delta	3,459	3,292	3,334	4,630	4,603	4,915	1,931
DOJ Conclusion	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP

Chart 3: WorldCom - MCI Private Line Overlap Markets - Middle East

Area/Country	Bahrain	Lebanon	Saudi Arabia
Post Merger HHI	6,465	10,000	5,011
Post Merger Delta	33	2,609	527
DOJ Conclusion	NFA	LCMP	LCMP

⁹⁶

The abbreviations in the row entitled "DOJ Conclusion" have the following meanings: "LCMP" means "likely to create or enhance market power"; "NFA" means "no further action"; and "SCC" means the increase raises "significant competitive concerns."

Chart 4: WorldCom - MCI Private Line Overlap Markets - Caribbean

Area/Country	Antigua	The Bahamas	Barbados	Bermuda	Cayman Islands	Cuba
Post Merger HHI	7,533	4,766	5,025	3,717	5,001	3,425
Post Merger Delta	535	883	1,365	1,343	1,143	355
DOJ Conclusion	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP

Area/Country	Dominican Rep.	Haiti	Jamaica	Neth. Antilles	Trinidad & Tobago	Brit. Virgin Islands
Post Merger HHI	2,794	3,858	5,227	4,732	5,200	3,714
Post Merger Delta	301	487	767	810	736	700
DOJ Conclusion	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP

Chart 5: WorldCom - MCI Private Line Overlap Markets - North America

Area/Country	Canada	Costa Rica	El Salvador	Guatemala	Honduras	Mexico	Panama
Post Merger HHI	4,738	5,112	7,463	4,797	4,338	3,638	3,085
Post Merger Delta	14	1,754	70	968	235	752	452
DOJ Conclusion	NFA	LCMP	SCC	LCMP	LCMP	LCMP	LCMP

**Chart 6: WorldCom - MCI Private Line Overlap
Markets - South America**

Area/Country	Argentina	Bolivia	Brazil	Chile	Colombia	Ecuador
Post Merger HHI	4,909	6,035	4,961	3,887	3,492	7,797
Post Merger Delta	1,299	3,018	1,068	1,038	843	2,817
DOJ Conclusion	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP

Area/Country	Paraguay	Peru	Suriname	Uruguay	Venezuela
Post Merger HHI	10,000	6,036	8,703	10,000	4,544
Post Merger Delta	4,971	376	22	3,200	743
DOJ Conclusion	LCMP	LCMP	NFA	LCMP	LCMP

**Chart 7: WorldCom - MCI Private Line Overlap
Markets - Asia**

Area/Country	China	Hong Kong	India	Indonesia	Japan	Korea
Post Merger HHI	5,281	3,924	6,153	5,003	4,181	4,306
Post Merger Delta	274	643	2,864	394	982	716
DOJ Conclusion	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP

Area/Country	Malaysia	Philippines	Singapore	Taiwan	Thailand
Post Merger HHI	4,938	4,391	3,750	4,114	5,855
Post Merger Delta	856	1,269	580	799	172
DOJ Conclusion	LCMP	LCMP	LCMP	LCMP	LCMP

**Chart 8: WorldCom - MCI Private Line Overlap Markets -
Oceania and the former Eastern Block**

Area/Country	Australia	New Zealand	American Samoa	Guam	N. Mariana Islands	Albania	Hungary	Russia
Post Merger HHI	3,866	5,430	6,305	4,736	6,895	10,000	8,958	7,602
Post Merger Delta	904	90	2,851	1,115	1,407	4,808	4,031	1,479
DOJ Conclusion	LCMP	SCC	LCMP	LCMP	LCMP	LCMP	LCMP	LCMP

APPENDIX 3

IMTS HHI ANALYSIS

APPENDIX 3 -- IMTS HHI ANALYSIS

Chart 1: WorldCom - MCI IMTS Overlap Markets - Europe

Area/Country	Andorra	Austria	Belgium	Denmark	Finland	France	Germany
Post Merger HHI	3,347	4,636	4,340	4,370	4,275	4,616	5,005
Post Merger Delta	5	12	207	124	334	174	70
DOJ Conclusion	NFA	NFA	LCMP	LCMP	LCMP	LCMP	SCC

Area/Country	Italy	Netherlands	Poland	Portugal	Spain	Sweden	Switzerland	Turkey	United Kingdom
Post Merger HHI	5,365	4,854	5,243	5,349	4,060	6,333	4,699		
Post Merger Delta	5	0	4	62	125	10	141		
DOJ Conclusion	NFA	NFA	NFA	SCC	LCMP	NFA	LCMP		

Area/Country	Norway	Portugal	Spain	Sweden	Switzerland	Turkey	United Kingdom
Post Merger HHI	4,542	5,563	4,920	4,496	4,566	4,592	4,715
Post Merger Delta	203	87	106	157	189	20	126
DOJ Conclusion	LCMP	SCC	LCMP	LCMP	LCMP	NFA	LCMP

Chart 2: WorldCom - MCI IMTS Overlap Markets - Africa

Area/Country	Algeria	Angola	Burkina	Gabon	Madagascar	Nigeria	Seychelles	South Africa	Tunisia
Post Merger HHI	4,978	3,836	4,020	5,119	9,993	4,511	4,440	4,028	5,189
Post Merger Delta	42	7	24	116	4,469	0	157	3	0
DOJ Conclusion	NFA	NFA	NFA	LCMP	LCMP	NFA	LCMP	NFA	NFA

Chart 3: WorldCom - MCI IMTS Overlap Markets - Middle East

Area/Country	Bahrain	Iran	Israel	Jordan	Kuwait
Post Merger HHI	4,695	4,951	4,544	4,453	5,233
Post Merger Delta	0	0	161	0	27
DOJ Conclusion	NFA	NFA	LCMP	NFA	NFA

Area/Country	Lebanon	Oman	Qatar	Saudi Arabia	United Arab Emir.
Post Merger HHI	4,511	4,505	4,857	6,025	4,476
Post Merger Delta	346	271	1	35	35
DOJ Conclusion	LCMP	LCMP	NFA	NFA	NFA

**Chart 4: WorldCom - MCI IMTS Overlap Markets -
Caribbean/North America**

Area/Country	Cuba	Dominican Rep.	Neth. Antilles	Canada	Costa Rica
Post Merger HHI	5,419	4,577	4,936	4,781	6,147
Post Merger Delta	80	109	450	60	14
DOJ Conclusion	SCC	LCMP	LCMP	SCC	NFA

Area/Country	El Salvador	Guatemala	Mexico	Nicaragua	Panama
Post Merger HHI	6,025	5,402	5,467	5,998	5,675
Post Merger Delta	0	60	51	10	45
DOJ Conclusion	NFA	SCC	SCC	NFA	NFA

Chart 5: WorldCom - MCI IMTS Overlap Markets - South America

Area/Country	Bolivia	Brazil	Chile	Peru	Venezuela
Post Merger HHI	4,427	5,252	4,704	5,109	5,264
Post Merger Delta	28	32	277	26	116
DOJ Conclusion	NFA	NFA	LCMP	NFA	LCMP

Chart 6: WorldCom - MCI IMTS Overlap Markets - Asia/Pacific

Area/Country	Bangladesh	Brunei	Hong Kong	India	Indonesia	Japan	Korea	Malaysia
Post Merger HHI	4,950	4,438	4,376	4,454	4,301	4,275	4,456	4,088
Post Merger Delta	55	209	299	8	1	148	94	61
DOJ Conclusion	SCC	LCMP	LCMP	NFA	NFA	LCMP	SCC	SCC

Area/Country	Pakistan	Philippines	Singapore	Taiwan	Australia	Cook Islands	Fiji	New Zealand
Post Merger HHI	4,527	4,474	4,228	4,070	4,296	4,372	5,107	4,213
Post Merger Delta	0	23	272	31	340	20	25	126
DOJ Conclusion	NFA	NFA	LCMP	NFA	LCMP	NFA	NFA	LCMP

Chart 7: WorldCom - MCI IMTS Overlap Markets - Eastern Europe

Area/Country	Albania	Azerbaijan	Belarus	Czech Republic	Estonia	Hungary
Post Merger HHI	7,534	5,146	4,148	5,030	6,023	5,386
Post Merger Delta	7	1,443	25	10	9	53
DOJ Conclusion	NFA	LCMP	NFA	NFA	NFA	SCC

Area/Country	Lithuania	Poland	Romania	Russia	Serbia	Uzbekistan
Post Merger HHI	5,609	4,842	4,795	4,482	5,015	8,041
Post Merger Delta	15	0	238	51	149	10
DOJ Conclusion	NFA	NFA	LCMP	SCC	LCMP	NFA

CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of January, 1998, I caused copies of the foregoing Petition to Deny to be delivered by first class U.S. mail to the following:

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